

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

ORDER GRANTING THIRD QUARTERLY INTERIM APPLICATION OF
PITNEY, HARDIN, KIPP & SZUCH LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL
TO W.R. GRACE & CO., ET AL. FOR THE INTERIM PERIOD
OCTOBER 1, 2001 THROUGH DECEMBER 31, 2001

Pitney, Hardin, Kipp & Szuch LLP ("Pitney, Hardin"), as
special counsel to the captioned debtors and debtors-in-

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

possession (the "Debtors"), filed their third quarterly interim application for allowance of compensation and reimbursement of expenses for October 1, 2001 through December 31, 2001 (the "Third Quarterly Application"). The Court has reviewed the Third Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Third Quarterly Application, and any hearing on the Third Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Third Quarterly Application. Accordingly, it is hereby

ORDERED that the Third Quarterly Application is GRANTED on an interim basis. Debtors shall pay to Pitney, Hardin the sum of \$456,487.00² as compensation and \$28,241.08 as reimbursement of expenses, for a total of \$484,728.08 for services rendered and disbursements incurred by Pitney, Hardin for the period October 1, 2001 through December 31, 2001, less

² This amount includes fees totaling \$240,000.00 relating to the contingency matter *Glouster New Communities Co., Inc. v. Del Monte Corporation, et al.* which has been settled. Services in this matter cover the time period of April 2, 2001 through December 3, 2001. Pitney, Hardin has received \$192,000.00 by way of a special application filed on December 4, 2001.

any amounts previously paid in connection with the monthly fee applications.

Dated: _____

The Honorable Judith K. Fitzgerald
United States Bankruptcy Court